

16-6a-1101 Merger.

- (1) One or more domestic corporations, foreign corporations, domestic nonprofit corporations, or foreign nonprofit corporations may merge into a nonprofit corporation:
 - (a) if the board of directors of each domestic corporation, foreign corporation, domestic nonprofit corporation, or foreign nonprofit corporation party to the merger adopts a plan of merger;
 - (b) if the members of each domestic nonprofit corporation entitled to vote on the plan of merger, approve the plan of merger if required by Section 16-6a-1102;
 - (c) if the shareholders of each domestic corporation entitled to vote on the plan of merger, approve the plan of merger, if required by Section 16-10a-1103;
 - (d) if the merger is permitted by and consistent with the laws of the state or country under whose law each foreign corporation or foreign nonprofit corporation party to the merger is incorporated;
 - (e) if the shareholders of each such foreign corporation approve the plan of merger and as required by applicable law of the states or countries under whose law each foreign corporation party to the merger is incorporated; and
 - (f) if the members of each such foreign nonprofit corporation approve the plan of merger and as required by applicable law of the states or countries under whose law each foreign nonprofit corporation party to the merger is incorporated.
- (2) The plan of merger required by Subsection (1) shall set forth:
 - (a) the name of each party to the merger planning to merge;
 - (b) the name of the surviving domestic nonprofit corporation into which each party to the merger plans to merge;
 - (c) the terms and conditions of the merger;
 - (d) the manner and basis of converting in whole or part the shares or memberships if any, of each party to the merger into shares, memberships, obligations, or other interests of:
 - (i) the surviving domestic nonprofit corporation;
 - (ii) any other entity; or
 - (iii) into money or other property; and
 - (e) any amendments to the articles of incorporation of the surviving domestic nonprofit corporation to be effected by the merger.
- (3) In addition to the provisions required by Subsection (2), the plan of merger may set forth other provisions relating to the merger.
- (4) One or more domestic corporations may merge into a domestic nonprofit corporation if:
 - (a) the board of directors of each participating domestic corporation adopts the plan of merger;
 - (b) the shareholders of each participating domestic corporation adopt the plan of merger in accordance with Section 16-10a-1103; and
 - (c) the merger is effected in compliance with Chapter 6a, Part 11, Merger.

Amended by Chapter 228, 2006 General Session